



RECORDATION NO. 21884-J FILED

NOV 03 '09 -10 3 8 AM

October 30, 2009

SURFACE TRANSPORTATION BOARD

Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Re: WMATA 1998 TRUST USB A

Dear Sir/Madam:

Enclosed for recordation pursuant to the provisions of Section 11301, Title 49 of the United States Code are an original and copy of the following documents:

1. Short Form of Head Lease Supplement
2. Short Form of Lease Supplement
3. Short Form of Equipment Mortgage & Pledge Agreement Supplement
4. Short Form of Loan and Security Agreement Supplement
5. Short Form of Head Lessor's Lease Mortgage Supplement
6. Short Form of Lessor's Security Agreement Supplement

Each document is dated as of November 1, 2009 and constitutes a secondary document as defined in the Board's Rules for the recordation of documents. For each document the connected primary document is recorded under filing number 21884.

The names and addresses of the parties to the enclosed documents are:

Short Form of Head Lease Supplement

Head Lessor:

Washington Metropolitan Area Transit
Authority ("WMATA")
600 Fifth Street, N.W.
Washington, D.C. 20001

**Washington
Metropolitan Area
Transit Authority**

600 Fifth Street, NW
Washington, DC 20001
202/962-1234

metroopensdoors.com

A District of Columbia,
Maryland and Virginia
Transit Partnership

Head Lessee: WMATA 1998 TRUST USB A
c/o Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890

Short Form of Lease Supplement

Lessor: WMATA 1998 TRUST USB A
c/o Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890

Lessee: Washington Metropolitan Area Transit
Authority ("WMATA")
600 Fifth Street, N.W.
Washington, D.C. 20001

**Short Form of Equipment Mortgage and Pledge
Agreement Supplement**

Mortgagor: Washington Metropolitan Area Transit
Authority ("WMATA")
600 Fifth Street, N.W.
Washington, D.C. 20001

Mortgagee: WMATA 1998 TRUST USB A
c/o Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890

A description and number of the railcars covered by the above two documents is set forth on Exhibit A attached to each of the above-listed Short Form Agreements.

Short Form of Loan and Security Agreement Supplement

Assignor: WMATA 1998 TRUST USB A
c/o Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890

Assignee: **AIG-FP Funding (Cayman) Limited**
c/o Maples & Calder
P.O. Box 309
Ugland House
South Church Street
Grand Cayman, Cayman Islands
British West Indies

Please cross-reference the Supplement to Loan and Security Agreement under the names Washington Metropolitan Area Transit Authority and WMATA 1998 TRUST USB A.

Short Form of Head Lessor's Lease Mortgage Supplement

Head Lessor: Washington Metropolitan Area Transit Authority ("WMATA")
600 Fifth Street, N.W.
Washington, D.C. 20001

Head Lessee: **WMATA 1998 TRUST USB A**
c/o Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890

Short Form of Lessor's Security Agreement Supplement

Lessor: **WMATA 1998 TRUST USB A**
c/o Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890

Lessee: Washington Metropolitan Area Transit
Authority ("WMATA")
600 Fifth Street, N.W.
Washington, D.C. 20001

Under 49 C.F.R. Section 1002.2(e)(1) of the Board's regulations, state and local government agencies are not required to pay filing fees. Please be advised that the filer herein, the Washington Metropolitan Area Transit Authority, is an interstate compact agency and instrumentality of the State of Maryland.

Commonwealth of Virginia, and District of Columbia created with the consent of the United States Congress in Public Law 89-774, 80 Stat. 1324 (1966). As such, WMATA claims exemption from the filing fees for these documents.

Please stamp and return the original documents to:

Mark R. Pohl
Associate General Counsel
WMATA
600 Fifth Street, N.W.
Washington, D.C. 20001.

Please be advised that Mark R. Pohl is the in-house counsel for WMATA charged with representing WMATA in this matter. Should you have any questions, please feel free to contact me on (202) 962-2541.

Sincerely,

A handwritten signature in black ink, appearing to read 'Mark R. Pohl', written over the printed name.

Mark R. Pohl
Associate General Counsel

Enclosures as stated

RECORDING REQUESTED BY
AND WHEN RECORDED MAIL TO:

Mark R. Pohl, Esq.
WMATA
600 Fifth Street, N.W.
Washington, DC 20001

EXECUTION COPY J
RECORDATION NO. 21884 FILED

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SURFACE TRANSPORTATION BOARD

SHORT FORM OF LOAN AND SECURITY AGREEMENT SUPPLEMENT

This Short Form of Loan and Security Agreement Supplement is made and dated as of the 1st day of November 2009 (this "**Supplement**"), by and among, WMATA 1998 TRUST USB A, a Delaware statutory business trust, having an address in care of Wilmington Trust Company, Rodney Square North, 1100 North Market Street, Wilmington, Delaware 19890 (the "**Trust**"), AIG-FP Funding (Cayman) Limited (the "**Agent**") and AIG-FP FUNDING (CAYMAN) LIMITED, having an address at P.O. Box 309 (c/o Maples and Calder), Ugland House, South Church Street, Grand Cayman, Cayman Islands, British West Indies (the "**Lender**").

A. The Trust has entered into that certain Loan and Security Agreement (WMATA-USB-A), dated as of December 18, 1998 ("**Loan Agreement**"), among the Trust, the Agent and the Lender, evidence of which was recorded with the U.S. Surface Transportation Board (the "**STB**") on December 18, 1998 at 4:28 P.M. with the recordation number 21884-C.

B. Lender desires to evidence the replacement of two Items of Equipment identified on Schedule A attached hereto (the "**Replaced Cars**") with two other like Items of Equipment identified on Schedule A attached hereto (the "**Replacement Cars**").

C. The Trust desires to grant a security interest and lien as described below to the Lender, and the Lender desires to obtain such security interest and lien, on the terms and conditions set forth in the Loan Agreement, which by this reference is incorporated herein and made a part hereof as if set forth at length.

D. The Trust and the Lender desire to record this Supplement with the STB to give constructive notice of the Lender's security interest.

NOW, THEREFORE, in consideration of the foregoing recitals, and for other good and allowable consideration, the receipt and sufficiency of which are hereby acknowledged, the Trust and the Lender agree as follows:

1. **Property no Longer Subject to Loan Agreement.** The Agent, the Lender and the Trust hereby confirm that the Replaced Cars suffered an Event of Loss and such Replaced Cars and the related Trust Rights are no longer subject to Lender's security interest under the Loan

Short Form of Loan and Security Agreement Supplement (1998 TRUST USB A)

Agreement.

2. **Property Subject to Supplement to Loan and Security Agreement.** Pursuant to the Loan Agreement, the Trust, subject to certain exceptions, hereby grants a first priority security interest to the Agent as secured party for the benefit of itself and the Lender in (i) the Replacement Cars and (ii) right, title and interest of the Trust under certain documents enumerated in the Loan Agreement, including (a) amounts payable under such documents and (b) all other property acquired by the Trust under such Documents:

3. **Conflict With Loan and Security Agreement.** In the event of any conflict between this Supplement and the Loan and Security Agreement Supplement, the terms, covenants and conditions of the latter shall control.

4. **Conflict With Prior Security Interest Recorded With the STB.** The parties hereto expressly desire to create the security interest solely in the Replacement Cars and do not intend, and this Supplement shall not be interpreted, to impair that certain security interest created in the Loan Agreement.

5. **Counterparts.** This Supplement may be executed in one or more counterparts, but there shall only be one original and all of which taken together shall constitute one and the same instrument. Signature pages may be detached from multiple separate counterparts and attached to a single counterpart so that all signature pages are physically attached to the same instrument, which shall be the original of this Supplement.

[remainder of page not used]

EXECUTION COPY

IN WITNESS WHEREOF, the Lender and Trust have executed this Supplement as of the date first above written.

Trust:

WMATA 1998 TRUST USB A, by and through Wilmington Trust Company, not in its individual capacity, but solely as Trustee

By: 
Name: _____
Title: Jacqueline Solone
Financial Services Officer

By: _____
Name: _____
Title: _____

Agent:

AIG-FP Funding (Cayman) Limited

By: _____
Name: _____
Title: _____

Lender:

AIG-FP Funding (Cayman) Limited

By: _____
Name: _____
Title: _____

By: _____
Name: _____
Title: _____

EXECUTION COPY

IN WITNESS WHEREOF, the Lender and Trust have executed this Supplement as of the date first above written.

Trust:

WMATA 1998 TRUST USB A, by and
through Wilmington Trust Company, not in
its individual capacity, but solely as Trustee

By: _____
Name:
Title:

By: _____
Name:
Title:

Agent:

AIG-FP Funding (Cayman) Limited

By: _____
Name: CHRISTIAN TOFT
Title: AUTHORIZED SIGNATORY

Lender:

AIG-FP Funding (Cayman) Limited

By: _____
Name: CHRISTIAN TOFT
Title: AUTHORIZED SIGNATORY

By: _____
Name:
Title:

Schedule A

Replaced Car Serial Numbers	Replacement Car Serial Numbers
3036	3068
3037	3069

EXECUTION COPY

ACKNOWLEDGMENT

PURSUANT TO 49 C.F.R. § 1177.3

I, Jacqueline Solone, certify that I am Jacqueline Solone
Financial Services Officer
of Wilmington Trust Company, the Trustee of WMATA 1998 Trust USB A, a
Delaware statutory business, and that the foregoing instrument was signed and
sealed on behalf of the Trust by authority of its Trustee, and that I acknowledge
that the execution of the foregoing instrument was the free act and deed of the
Trust. I further declare under penalty of perjury that the foregoing is true and
correct.

Executed on October 30, 2009.

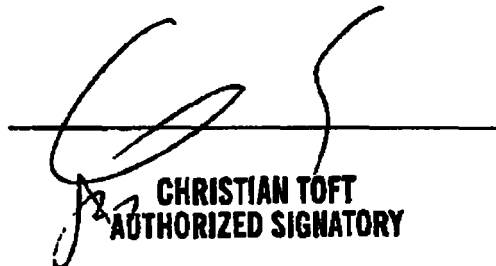
J Solone

EXECUTION COPY

ACKNOWLEDGMENT
PURSUANT TO 49 C.F.R. § 1177.3

I, Christian Toft, certify that I am an Authorized Signatory of AIG-FP Funding (Cayman) Limited, that the foregoing instrument was signed and sealed on behalf of the Lender by authority of its Board of Directors, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lender. I further declare under penalty of perjury that the foregoing is true and correct.

Executed on October 30, 2009.


CHRISTIAN TOFT
AUTHORIZED SIGNATORY